

United States Bankruptcy Court Northern District of California				Voluntary Petition							
Name of Debtor (if individual, enter Last, First, Middle): <b>RedEnvelope, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):								
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):								
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all): <b>33-0844285</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all):								
Street Address of Debtor (No. & Street, City, and State): <b>149 New Montgomery Street San Francisco, CA</b>			Street Address of Joint Debtor (No. & Street, City, and State):								
ZIP CODE <b>94105</b>			ZIP CODE								
County of Residence or of the Principal Place of Business: <b>San Francisco</b>			County of Residence or of the Principal Place of Business:								
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):								
ZIP CODE			ZIP CODE								
Location of Principal Assets of Business Debtor (if different from street address above):											
ZIP CODE											
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____		<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other _____  <b>Tax-Exempt Entity</b> (Check box, if applicable)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13               </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding               </div> </div> <b>Nature of Debts</b> (Check one box)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose."               </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts.               </div> </div>							
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b>  <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b>  <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes</b>  <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).								
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										<b>THIS SPACE IS FOR COURT USE ONLY</b>	
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> 1-49             <input type="checkbox"/> 50-99             <input type="checkbox"/> 100-199             <input checked="" type="checkbox"/> 200-999             <input type="checkbox"/> 1,000-5,000             <input type="checkbox"/> 5,001-10,000             <input type="checkbox"/> 10,001-25,000             <input type="checkbox"/> 25,001-50,000             <input type="checkbox"/> 50,001-100,000             <input type="checkbox"/> Over 100,000           </div>											
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000             <input type="checkbox"/> \$50,001 to \$100,000             <input type="checkbox"/> \$100,001 to \$500,000             <input type="checkbox"/> \$500,001 to \$1 million             <input type="checkbox"/> \$1,000,001 to \$10 million             <input checked="" type="checkbox"/> \$10,000,001 to \$50 million             <input type="checkbox"/> \$50,000,001 to \$100 million             <input type="checkbox"/> \$100,000,001 to \$500 million             <input type="checkbox"/> \$500,000,001 to \$1 billion             <input type="checkbox"/> More than \$1 billion           </div>											
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000             <input type="checkbox"/> \$50,001 to \$100,000             <input type="checkbox"/> \$100,001 to \$500,000             <input type="checkbox"/> \$500,001 to \$1 million             <input type="checkbox"/> \$1,000,001 to \$10 million             <input checked="" type="checkbox"/> \$10,000,001 to \$50 million             <input type="checkbox"/> \$50,000,001 to \$100 million             <input type="checkbox"/> \$100,000,001 to \$500 million             <input type="checkbox"/> \$500,000,001 to \$1 billion             <input type="checkbox"/> More than \$1 billion           </div>											

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>RedEnvelope, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>NONE</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: <b>NONE</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  <input checked="" type="checkbox"/> <b>Not Applicable</b> Signature of Attorney for Debtor(s) _____ Date _____	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following).  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

RedEnvelope, Inc.

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X Not Applicable**

Signature of Debtor

**X Not Applicable**

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of Title 11, United States Code. Certified Copies of the documents required by § 1515 of title 11 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the Chapter of title 11 specified in the petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X Not Applicable**

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

**Signature of Attorney****X /s/ John Walshe Murray**

Signature of Attorney for Debtor(s)

**John Walshe Murray Bar No. 074823**

Printed Name of Attorney for Debtor(s) / Bar No.

**Murray & Murray, A Professional Corp.**

Firm Name

**19400 Stevens Creek Blvd., Suite 200**

Address

**Cupertino, California 95014-2548****(650) 852-9000**

Telephone Number

**April 17, 2008**

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

**Not Applicable**

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

**X Not Applicable**

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X /s/ Philip E. Neri**

Signature of Authorized Individual

**Philip E. Neri**

Printed Name of Authorized Individual

**Chief Financial Officer**

Title of Authorized Individual

**April 17, 2008**

Date

*[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]*

# UNITED STATES BANKRUPTCY COURT

Northern District of California

In re RedEnvelope, Inc., ) Case No. \_\_\_\_\_  
 Debtor )  
 )  
 ) Chapter 11

## EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0-50387.

2. The following financial data is the latest available information and refers to the debtor's condition on April 15, 2008.

a. Total assets (GAAP Basis)	\$	<u>21,781,415.00</u>
b. Total debts (including debts listed in 2.c., below) (GAAP Basis)	\$	<u>15,302,142.00</u>
c. Debt securities held by more than 500 holders: None.		
		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____

d. Number of shares of preferred stock \_\_\_\_\_

e. Number of shares common stock 9,527,811 800

Comments, if any: \_\_\_\_\_

3. Brief description of debtor's business:  
 Catalog and Online Retailer.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:  
 See Attachment.

RedEnvelope, Inc.

Name and Address of Beneficial Owner	Number of Outstanding Shares Beneficially Owned	Percentage of Total Shares Beneficially Owned
<b>5% Holders</b>		
Fine Capital Partners 152 West 57th Street, 37th Floor New York, New York 10019	1,308,500	13.7%
Glenhill Advisors, LLC 598 Madison Ave, 12th Floor New York, NY 10022	1,201,512	12.6%
Integrity Brands Fund, L.P. 1735 Commonwealth Avenue Boston, MA 02135	943,858	9.9%
Stephens Investment Management, L.L.C. One Sansome Street, Suite 2900 San Francisco, CA 94104	835,587	8.8%
CCM Master Qualified Fund, Ltd. One North Wacker Drive, Suite 4725 Chicago, IL 60606	739,173	7.8%
Blyth Inc. One East Weaver St. Greenwich, CT 06831	1,354,000	14.2%
<b>Total Section 13 holders</b>	<b>6,382,630</b>	<b>67.0%</b>
<b>Outstanding Shares as of March 31, 2008</b>	<b>9,527,811</b>	

## CORPORATE RESOLUTION

Meetings of the Board of Directors of RedEnvelope, Inc. (the "Corporation") were held telephonically on April 15 and 16, 2008. After a discussion, upon motion duly made, seconded and carried, the following resolutions were adopted:

**WHEREAS**, the Corporation is in serious financial condition and is unable to continue without debt relief; and

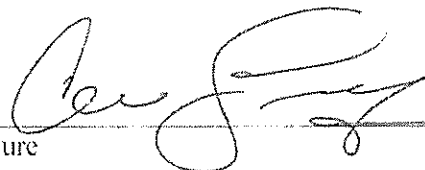
**WHEREAS**, it appears to the Board of Directors that it is in the best interest of the Corporation, its shareholders and creditors, to commence a case under Chapter 11 of Title 11, United States Code (the "Bankruptcy Code");

**NOW, THEREFORE**, be it hereby resolved that this Board of Directors finds and determines that it is in the best interest of the Corporation, its shareholders and creditors for it to commence a case under Chapter 11 of the Bankruptcy Code;

**BE IT FURTHER RESOLVED** that the officers and agents of the Corporation be, and each of them hereby is, empowered and directed without further action by this Board of Directors to prepare, sign and file, or cause to be prepared, signed and filed and prosecuted, a petition for relief under Chapter 11 of the Bankruptcy Code, and all agreements, instruments and documents necessary to effect (i) a sale of all or a portion of the Corporation's assets and (ii) a Chapter 11 Plan and all instruments useful and necessary to the confirmation and implementation of such Plan;

**BE IT FURTHER RESOLVED** that Philip E. Neri, Chief Financial Officer, is designated and authorized to act as the "Responsible Person" for the Corporation as may be required by the Local Bankruptcy Rules for the Northern District of California; and

BE IT FURTHER RESOLVED that the officers and agents of the Corporation are authorized, empowered and directed to retain the Law Firm of Murray & Murray, A Professional Corporation, to commence and prosecute the aforementioned Chapter 11 case, and to do all things, and to prepare, sign and file all papers or documents necessary or proper to the prosecution of said Chapter 11 case; and Murray & Murray is authorized to take such actions in the bankruptcy case which Murray & Murray, in its discretion, concludes are necessary to Murray & Murray's and/or the Corporation's fulfillment of its fiduciary obligations in the bankruptcy case.

  
\_\_\_\_\_  
Signature

Christopher M. Forrester  
\_\_\_\_\_  
Type or print name

Secretary of the Meeting  
\_\_\_\_\_  
Title

1 JOHN WALSHE MURRAY (074823)  
JANICE M. MURRAY (099996)  
2 ROBERT A. FRANKLIN (091653)  
DORIS A. KAELIN (162069)  
3 MURRAY & MURRAY  
A Professional Corporation  
4 19400 Stevens Creek Blvd., Suite 200  
Cupertino, CA 95014-2548  
5 Telephone: (650) 852-9000; (408) 907-9200  
Facsimile: (650) 852-9244  
6 email: jwmurray@murraylaw.com  
email: jmmurray@murraylaw.com  
7 email: rfranklin@murraylaw.com  
email: dkaelin@murraylaw.com  
8

9 Attorneys for Debtor

10  
11 **UNITED STATES BANKRUPTCY COURT**  
12 **NORTHERN DISTRICT OF CALIFORNIA**  
13 **SAN FRANCISCO DIVISION**

14 In re:	)	
	)	
15 <b>RED ENVELOPE, INC.,</b>	)	Case No.
	)	
16 Debtor.	)	Chapter 11
	)	
17 149 New Montgomery Street	)	
18 San Francisco, CA 94105	)	
	)	
19 Employer Tax I.D. No.: 33-0844285	)	

20  
21 **DECLARATION OF JANICE M. MURRAY**  
**REGARDING COMPUTER GENERATED FORMS**

22 I, Janice M. Murray, hereby declare:

23 1. I am an attorney licensed to practice before this Court and I am a shareholder of the  
24 law firm of Murray & Murray, A Professional Corporation, counsel to the Debtor herein.

25 2. All of the pleadings filed in commencement of the within Chapter 11 case  
26 substantially conform to the Official Bankruptcy Forms prescribed by the Federal Rules of  
27 Bankruptcy Procedure.

28 ///



1 Executed on April 17, 2008, at Cupertino, Santa Clara County, California. I declare under  
2 penalty of perjury that the foregoing is true and correct.

3 **MURRAY & MURRAY**  
4 A Professional Corporation

5 By: /s/ Janice M. Murray  
6 Janice M. Murray  
7 Attorneys for Debtor  
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1 JOHN WALSHE MURRAY (074823)  
JANICE M. MURRAY (099996)  
2 ROBERT A. FRANKLIN (091653)  
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4 19400 Stevens Creek Blvd., Suite 200  
Cupertino, CA 95014-2548  
5 Telephone: (650) 852-9000; (408) 907-9200  
Facsimile: (650) 852-9244  
6 email: jwmurray@murraylaw.com  
email: jmmurray@murraylaw.com  
7 email: rfranklin@murraylaw.com  
email: dkaelin@murraylaw.com  
8

9 Attorneys for Debtor

10  
11 **UNITED STATES BANKRUPTCY COURT**  
12 **NORTHERN DISTRICT OF CALIFORNIA**  
13 **SAN FRANCISCO DIVISION**

14 In re:	)	
	)	
15 <b>REDENVELOPE, INC.,</b>	)	Case No.
	)	
16 Debtor.	)	Chapter 11
	)	
17 149 New Montgomery Street	)	
18 San Francisco, CA 94105	)	
	)	
19 Employer's Tax ID No. 33-0844285	)	

20  
21 **20 LARGEST UNSECURED CLAIMS**

22 RedEnvelope, Inc., the debtor and debtor in possession in the above captioned Chapter 11  
23 case who filed its Voluntary Petition under Chapter 11 on April 17, 2008, hereby submits its List of  
24 Creditors Holding 20 Largest Unsecured Claims, attached hereto as **Exhibit "A"** and by this  
25 reference incorporated herein.

26 Dated: April 17, 2008

**REDENVELOPE, INC.**

27 /s/ Philip E. Neri

28 Philip E. Neri  
Chief Financial Officer

## UNITED STATES BANKRUPTCY COURT

In re: RedEnvelope, Inc.

Case No.  
Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim [if secured also state value of security]</i>
UPS Supply Chain Solutions, Inc. P.O. Box 894820 Los Angeles, CA 90189	Accounts Receivable (Address as provided) David Gunther (513) 659-4905	Trade Debt		\$1,525,009.36
Design Packaging 7880 E. McClain Dr. Scottsdale, AZ 85260	Accounts Receivable (Address as provided) Marsha Ray, CFO (800) 529-1988	Trade Debt		\$708,356.33
Google Inc. Department No. 33654 P.O. Box 39000 San Francisco, CA 94139	Accounts Receivable (Address as provided) Tina Almendras (650) 253-1104	Trade Debt		\$663,844.29
Experian Direct Tech 22807 Network Place Chicago, IL 60673	Accounts Receivable (Address as provided) Scott Benzie (714) 830-5951	Trade Debt		\$499,016.93
IAC Advertising Solutions c/o IAC Search and Media, File 30755 P.O. Box 60000 San Francisco, CA 94160	Accounts Receivable (Address as provided) Rosanna McCollough (310) 360-4650	Trade Debt		\$356,551.63
Arandell Corporation P.O. Box 405 Menomonee Falls, WI 53032	Accounts Receivable (Address as provided) Brad Hoffman, VP Finance (262) 255-4400			\$244,338.62

## UNITED STATES BANKRUPTCY COURT

In re: RedEnvelope, Inc.

Case No.  
Chapter 11

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

DoubleClick Performics Dept. CH 10858 Platine, IL 60055	Accounts Receivable (Address as provided) Chris Henger (312) 739-0358			\$239,473.31
Strategic Paper Group LLC Lockbox #771886 1886 Solutions Center Chicago, IL 60677-1008	Accounts Receivable (Address as provided) Dan Stilletti (917) 951-2476			\$220,995.30
Tokens & Coins 748 Arlington Avenue Berkeley, CA 94707	Accounts Receivable (Address as provided) Ward Wallau, Owner (510) 558-7404			\$220,730.66
Blesco, Inc. 4890 Kendrick Street, SE Grand Rapids, MI 49512	Accounts Receivable (Address as provided) Rob Scott – President (616) 977-3950 (616) 915-6146			\$197,309.17
UTI, United States 573 Forbes Blvd. South San Francisco, CA 94080	Accounts Receivable (Address as provided) Ove Anderson (650) 520-3278			\$189,705.33
Dotomi, Inc. 1 S. Wacker Drive, Suite 3000 Chicago, IL 60606	Accounts Receivable (Address as provided) Ben Eason (312) 588-3621			\$143,304.47
Morrison & Foerster LLP File NO. 72497 P.O. Box 60000 San Francisco, CA 94160	Accounts Receivable (Address as provided) Christopher Forrester (858) 720-5110			\$137,171.13
Microsoft Corporation P.O. Box 847543 Dallas, TX 75284	Accounts Receivable (Address as provided) Bart Wenstrom (425) 703-0637			\$133,084.55
Pearhead Inc. 20 Jay St. Unit 301 Brooklyn, NY 11201	Accounts Receivable (Address as provided) Ken Berlin (718) 422-0592			\$120,383.18

## UNITED STATES BANKRUPTCY COURT

In re: RedEnvelope, Inc.

Case No.  
Chapter 11

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Mayesh Wholesale Florist, Inc. 5540 W. 104 <sup>th</sup> Street Los Angeles, CA 90045	Accounts Receivable (Address as provided) Tricia Tang (310) 629-5794			\$92,284.06
Bellini Creation Ltd. c/o WEC 6/F, The Harbour Front Tower II 18-22 Tak Fung Street Hung Hom, Kowloon	Accounts Receivable (Address as provided) c/o William E. Conner WEC contact: Dennis Cecitti (852) 2621-2621			\$83,080.40
International Color Services Corporation 15730 North 83 <sup>rd</sup> Way Suite 101 Scottsdale, AZ 85260	Accounts Receivable (Address as provided) Robert Shaps, President (480) 948-6686			\$81,874.75
Specialty Plants, Inc. P.O. Box 1477 San Marcos, CA 92079	Accounts Receivable (Address as provided) Scott Stevens (760) 744-6520			\$65,017.64
Grant Thornton LLP P.O. Box 51519 Los Angeles, CA 90051-5819	Accounts Receivable (Address as provided) Jeffrey Spivak, Partner (415) 365-5434			\$53,465.23

I, Philip E. Neri, Chief Financial Officer of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding Top 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date: April 17, 2008

Signature: /s/ Philip E. NeriPrint Name and Title: Philip E. Neri, Chief Financial Officer